

3. (Amended) A headliner assembly as set forth in claim 2 further including an upper bi-component layer attached to the upper surface of the core layer by [a web adhesive] needling and intertangling said fibers of said upper bi-component layer with said fibers of said core layer and a lower bi-component layer attached to the lower surface of the core layer by needling and intertangling said fibers of said lower bi-component layer with said fibers of said core layer [a web adhesive].

4. (Original) A headliner assembly as set forth in claim 3 further including a pair of core layers interconnected by a web adhesive between said upper and lower bi-component layers.

5. (Original) A headliner assembly as set forth in claim 4 wherein said core layers and said bi-component layer include high melt fibers and low melt fibers.

6. (Original) A headliner assembly as set forth in claim 5 wherein said assembly is 100 percent recyclable.

12. (New) A headliner assembly as set forth in claim 6 wherein said fibers of said core layer are orientated vertically.